

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA**



FILED

02/11/22
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A2202006

Application of AB California Holdings Inc.
for a Certificate of Public Convenience and
Necessity to Provide Full Facilities-Based
and Resold Competitive Local Exchange
Service Throughout the Service Territories
of Pacific Bell Telephone Company,
Frontier California, Inc., Frontier
Communications of the Southwest, Inc.,
Consolidated Communications of California
Company, and Citizens
Telecommunications Company of
California, Inc., and Full Facilities-Based
and Resold Interexchange Service on a
Statewide Basis

A.

APPLICATION OF AB CALIFORNIA HOLDINGS INC.

[PUBLIC VERSION]

John L. Clark
Attorney-at-Law
8645 Las Trampas Road
Lafayette, CA 94549
(925) 367-5808
JLC@JohnLClarkLaw.com

Phillip R. Marchesiello
Brian W. Murray
Wilkinson Barker Knauer LLP
1800 M Street, NW, Suite 800N
Washington, DC 20036
(202) 783-4141
pmarchesiello@wbklaw.com
bmurray@wbklaw.com

Counsel to AB California Holdings Inc.

Dated: February 11, 2022

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OF THE STATE OF CALIFORNIA**

Application of AB California Holdings Inc.
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A. _

APPLICATION OF AB CALIFORNIA HOLDINGS INC.

Pursuant to Article I of Chapter 5 of the Public Utilities Code (Section 1001 et seq.), the Rules of Practice and Procedure (the “Rules”) of the California Public Utilities Commission (the “Commission”), and the Commission’s decisions authorizing competition in California’s telecommunications markets, AB California Holdings Inc. (“AB California” or “Applicant”) hereby files this application (“Application”) for a Certificate of Public Convenience and Necessity (“CPCN”) to provide (i) full facilities-based and resold competitive local exchange service throughout the service territories of Pacific Bell Telephone Company, Frontier California, Inc., Frontier Communications of the Southwest, Inc., Consolidated Communications of California Company, and Citizens Telecommunications Company of California, Inc., and (ii) full facilities-based and resold interexchange service on a statewide basis.

Pursuant to Articles 2 and 3 of the Commission’s Rules of Practice and Procedure, AB California respectfully submits the following information in support of its Application:

1. Name of Applicant [Rule 2.1(a)]

Applicant's legal name is AB California Holdings Inc. AB California is a Delaware corporation, recently formed to carry out the business proposed in this Application. Its principal place of business at 153 W. Dave Dugas Rd., Sulphur, LA 70665. AB California has not previously operated under any fictitious business name.

2. Correspondence or Communications [Rule 2.1(b)]

Correspondence or other communications regarding this Application should be addressed to counsel for AB California:

John L. Clark
Attorney-at-Law
8645 Las Trampas Road
Lafayette, CA 94549
(925) 367-5808
JLC@JohnLClarkLaw.com

and

Phillip R. Marchesiello
Brian W. Murray
Wilkinson Barker Knauer LLP
1800 M Street, NW, Suite 800N
Washington, DC 20036
(202) 783-4141
pmarchesiello@wbklaw.com
bmurray@wbklaw.com

With a copy to:

Jason Nicolay
Senior Vice President – Corporate Development
American Broadband Holding Company
153 W. Dave Dugas Road
Sulphur, LA 70665
(913) 221-3782
jnicolay@americanbb.com

3. Description of the Services to Be Provided [Rule 3.1(e) and D.13-05-035]

AB California proposes to provide IP-based services such as facilities-based VoIP telephony throughout the state of California through the resale of services provided by other carriers (when available on reasonable terms) and/or using facilities that AB California may acquire or construct in the future. The facilities and services AB California plans to resell, acquire, or construct place it squarely within the definition of a telephone corporation in California Public Utilities Code § 234(a), and AB California represents that it meets the definition of a telephone corporation subject to the Commission's jurisdiction, and therefore is eligible to receive a CPCN.

4. Certificate of Incorporation and Certificate of Qualification [Rule 2.2]

AB California is a foreign corporation organized under the laws of the State of Delaware. A copy of AB California's certificate of incorporation from the State of Delaware is attached as Exhibit B. A copy of AB California's certificate of good standing to transact business in California is attached as Exhibit C.

5. Description of Proposed Construction [Rule 3.1(a)]

AB California proposes to provide its services through the resale of services provided by other carriers and/or using facilities that AB California may acquire or construct in the future. At present, however, AB California has not identified specific facilities or the location of facilities that it may need to construct in order to serve customers. However, as discussed in Section 6, below, AB California anticipates that any such construction will fall under one or more exemptions to the California Environmental Quality Act ("CEQA"). Accordingly, consistent with Decision 21-04-006, AB California proposes to follow the 21-day expedited review process specified in that decision prior to the construction of new facilities required to meet customer demand.

6. California Environmental Quality Act (“CEQA”) Compliance [Rule 2.4]

AB California proposes to provide its services through the resale of services provided by other carriers and/or using facilities that AB California may acquire or construct in the future. AB California anticipates that any construction it may undertake in the future generally would occur in existing roadways or other previously developed and disturbed rights-of-way. Thus, AB California expects that any such projects would fall within one or more categorical exemptions under CEQA.¹ Accordingly, AB California proposes that the requested grant of full facilities-based construction authority be subject to compliance with the same expedited 21-day environmental review process that has been adopted for similarly situated carriers.² This process would be as follows:

- Applicant shall provide the Commission’s Energy Division with:
 - ☐ A detailed description of the proposed project, including:
 - Customer(s) to be served;
 - The precise location of the proposed construction project; and
 - Regional and local site maps;
 - ☐ A description of the environmental setting, including at a minimum:
 - Cultural, historical, and paleontology resources;
 - Biological resources; and
 - Current land use and zoning;
 - ☐ A construction work plan, including:
 - Commission Preconstruction Survey Checklist-Archaeological Resources;
 - Commission Preconstruction Survey Checklist-Biological Resources;
 - A detailed schedule of construction activities, including site restoration activities;
 - A description of construction/installation techniques;

¹ Available exemptions may include, inter alia, construction projects involving existing facilities (CEQA Guidelines Section 15301), replacement or reconstruction (CEQA Guidelines Section 15302), new construction or conversion of small structures (CEQA Guidelines Section 15303), and construction under other available exemptions.

² See, e.g., Decision 21-04-006.

- A list of other agencies contacted with respect to siting, land use planning, and environmental resource issues, including contact information; and
- A list of permits required for the proposed project;
- ☐ A statement of the CEQA exemption(s) claimed to apply to the proposed project; and
- ☐ Documentation supporting the finding of exemption from CEQA.
- The Commission's Energy Division shall then review the submittal and shall notify Applicant of either its approval or its denial of Applicant's claim for exemption from CEQA review within 21 days from the time that Applicant's submittal is complete.
- If the Commission's Energy Division approves Applicant's claimed CEQA exemption(s), the staff shall prepare a Notice to Proceed and file a Notice of Exemption with the State Clearinghouse, Office of Planning and Research.
- If the Commission's Energy Division disapproves Applicant's claimed CEQA exemption(s), the staff shall issue to Applicant a letter which states the specific reasons that the claimed CEQA exemption(s) do not apply to the proposed project.
- If the Commission's Energy Division disapproves Applicant's claimed CEQA exemption(s) and Applicant wishes to pursue the project, then, before commencing any full facilities-based construction activities, Applicant shall either re-design the specific project and facilities and then reapply for a finding of exemption from CEQA, or file a formal application with the Commission seeking the requisite approval and full CEQA review.

7. Names of Competitors and Names of Counties [Rule 3.1(b)]

AB California will provide competitive local service in competition with those other carriers authorized by this Commission to provide similar services. Pursuant to D.97-06-107, issued in Commission Proceeding R.94-02-003/I.94-02-004, applications such as this are exempt from the requirements of this rule.

8. Areas of Service [Rule 3.1(c)]

AB California seeks authority to provide full facilities-based and resold competitive local exchange and interexchange service throughout the State of California. A map of AB California's proposed service area is attached as Exhibit D. This map depicts the service areas of the incumbent local exchange carriers within whose territory AB California seeks to operate as a competitive local exchange carrier. The areas identified on the map as "Verizon California" areas are now served by Frontier California Inc. as successor to Verizon California Inc. The area identified on the map as the

“SureWest” area is now served by Consolidated Communications of California Company as successor to SureWest Telephone.

9. Identification of Required Franchise and Health and Safety Permits [Rule 3.1(d)]

To AB California’s knowledge, no health or safety permits will be required in connection with its proposed operations.

10. Facts Showing Public Convenience and Necessity [Rule 3.1(e)]

The Commission has previously determined that the public convenience and necessity require that competition be allowed in the provision of competitive local exchange service, R.95-04-043/I.95-04-044. AB California asserts that granting this Application will serve the public interest because AB California’s provision of competitive local exchange and interexchange services will result in greater variety of telecommunications services and products in the telecommunications market for carrier and enterprise customers. Consumers benefit from increased competition, including through greater customer choice for efficient, innovative, and technologically advanced telecommunications services, and competitive prices in California.

11. Estimated Cost of Construction, Annual Fixed and Operating Costs and Economic Feasibility [Rule 3.1(f)]

AB California proposes to provide its services through the resale of services provided by other carriers and/or using facilities that AB California may acquire or construct in the future. At present, however, AB California has not identified specific facilities or the location of facilities that it may need to construct in order to serve customers. As a result, AB California is unable to identify the costs of constructing and operating facilities that it may require to serve its customers.

12. Financial Statements and the Ability to Finance [Rules 3.1(g) and 2.3]

AB California is financially qualified to offer the telecommunications services for which authority is sought.

AB California's parent company, American Broadband Holding Company ("American Broadband"), stands ready to provide any required financial backing for AB California and is well qualified to support AB California's operations if needed. American Broadband is the parent company and aggregator of several rural local exchange and broadband companies.³ As such, American Broadband strives to maintain and grow the local workforce and local management control in the markets that it serves; provide and maintain advanced communications infrastructure; enable the local (non-telco) workforce to fully utilize the services delivered over its infrastructure through training, community centers and other initiatives; and directly and indirectly stimulate growth of employment in these communities. American Broadband, in turn, is owned by investment management firm Madison Dearborn Partners, LLC.⁴

AB California has submitted under seal as Exhibit E the following materials to establish AB California's and American Broadband's financial qualifications: (i) a fully executed Guarantee by which American Broadband unconditionally guarantees AB California's access to cash resources in the amount of no less than \$125,000; (ii) audited consolidated financial statements for American Broadband and subsidiaries as of December 31, 2020 and 2019; (iii) American Broadband's income statement and balance sheet as of September 30, 2021; (iv) an account statement for American Broadband for the period December 1, 2021 through December 31, 2021 showing a balance exceeding \$125,000; and (v) a certification signed by American Broadband's Senior Vice President of Finance certifying that the above-listed financial materials are accurate and that American Broadband will maintain sufficient resources to meet its obligations under its Guarantee.

AB California anticipates that the requirement for a deposit (if any) with incumbent local exchange carriers ("ILECs") for services purchased pursuant to interconnection agreements will be

³ See American Broadband, Broadband Networks for Rural America at <https://www.americanbroadband.com/>.

⁴ See Madison Dearborn Partners, Over the Last 40 Years at <https://www.mdcp.com/>.

negotiated as part of such agreements. AB California believes that no deposit will be required, but if a deposit is required, it would be no more than \$5,000 per ILEC. AB California has sufficient unencumbered funds from its direct resources and/or those of its parent companies to fund any such deposits if they are required. If in the future AB California pursues the purchase of services that require deposits or require deposits in amounts greater than identified herein, it will notify the Commission and promptly comply with any regulatory requirements.

For all of the reasons above, AB California fully meets the financial qualifications set forth in the Initial Rules for Competitive Local Exchange Carriers issued in D.95-07-054 and D.96-02-072 and Rule 3.1(g) of the Rules.

13. Proposed Rates [Rule 3.1(b)]

AB California does not intend to provide basic service, as currently defined by the Commission, switched access services, or any other services for which a tariff is required. AB California will offer its service on a non-discriminatory basis and at competitive rates but will do so through individual case basis (“ICB”) contracts. AB California will provide information regarding the rates, terms, and conditions of its publicly available services on its website and otherwise comply with the Commission’s rules specified in General Order 96-B governing the provision of service on a detariffed basis.

14. General Order 104-A Statement

No matters that must be reported pursuant to section 2 of GO 104-A have occurred or are currently known to be proposed, except that AB California anticipates that, consistent with standard corporate business practices, certain financial, accounting, procurement, and other functions may be carried out on a consolidated basis with AB California’s parent, American Broadband, and other affiliates.

15. Expected Customer Base [Rule 3.1(j)]

AB California projects that it will provide service to approximately 50 customers in year one and 500 by year five.

16. Managerial and Technical Competence [Rule 2.1(d)]

AB California and its parent company American Broadband have the managerial and technical qualifications necessary to provide the proposed services in AB California's proposed service territory. Attached hereto as Exhibit F are biographies of AB California's management team.

A verification conforming to the requirements of D.13-05-035, Ordering Paragraph 14, from an officer of AB California is provided as Exhibit G.

17. Request for Exemptions [Rule 2.1(d)]

AB California will operate as a non-dominant carrier. Accordingly, AB California requests that it be accorded the same streamlined regulatory treatment previously accorded to other competitive local carriers as set forth in D.97-01-015 and as adopted for non-dominant interexchange carriers, including without limitation, the following: (i) exemption from the provisions of PU Code Section 816-830, pertaining to the issuance of stocks and securities; (ii) exemption from PU Code Section 851, pertaining to the transfer or encumbrance of utility assets when such transfer or encumbrance is for the purpose of securing debt; and (iii) exemption from any requirement to maintain its books and records in accordance with the Uniform System of Accounts specified in 47 C.F.R. Part 32.

18. Demonstration of Compliance with Commission Rules

Attached as Exhibit A to this Application is a sworn statement demonstrating compliance by AB California with the requirements of the Commission's Rules governing issuance of CPCNs.

19. Continuous Performance Bond (D.13-05-035)

D. 13-05-035 requires new and existing CPCN holders to submit a continuous performance bond in the amount of \$25,000 issued by a corporate surety company authorized to transact surety business in California with the Commission listed as an obligee on the bond. AB California will obtain such bond and submit it to the Commission within five days of obtaining its CPCN. Included as Exhibit A to this Application is a sworn statement submitted pursuant to Ordering Paragraph 4 of

D.13-05-035 attesting that AB California will comply with the performance bond requirement established by that decision.

20. SB 960 Compliance – Scoping Memorandum Information [Rule 2.1(c)]

AB California respectfully submits that its Application for facilities-based and resale authority will serve the public interest and is non-controversial, and AB California anticipates no delays. In accordance with the Commission’s Rules, AB California provides the following information:

1. Proposed Category: This Application should be categorized as ratesetting in accordance with Rule 7.1(e)(2) as it does not clearly fit into the categories defined in Rules 1.3 (a), (d), or (e). Although the authority requested by the Application does not affect rates, the definitions of “adjudicatory” or “quasi-legislative” clearly do not apply to this Application. Nevertheless, under the Commission’s rules, when a proceeding does not clearly fit any of the proceeding categories specified in the rules, the proceeding should be conducted under the ratesetting procedures. Rule 7.1(e)(2).
2. Need for hearing: No hearings are necessary to address the matters in this Application as it is non-controversial and does not raise any material issues of fact.
3. Issues to be Considered: AB California submits that the only issues to be resolved in this proceeding are whether AB California has met the Commission’s requirements for authorization to provide the proposed services in California. Specifically:
 - a. Whether AB California has demonstrated sufficient technical and managerial ability to conduct the proposed operations;
 - b. Whether AB California has met the requisite financial showing required of applicants; and
 - c. Whether AB California’s proposed service will serve the public convenience and necessity.

AB California submits that the information in this Application fully demonstrates that it satisfies all of the requirements for issuance of the requested operating authority and that no further filings or proceedings should be required.

4. Proposed Schedule: AB California proposes the following schedule:

| | |
|---------------|---|
| February 2022 | Application filed |
| March 2022 | Final date for protests |
| April 2022 | Prehearing Conference (preferably telephonic); Application deemed submitted |
| June 2022 | Commission decision issued granting Application. |

CONCLUSION

WHEREFORE, AB California respectfully requests that the Commission authorize it to provide full facilities-based and resold competitive local exchange and non-dominant interexchange services as set forth above.

Respectfully submitted,

By: /s/ John Clark

John L. Clark
Attorney-at-Law
8645 Las Trampas Road
Lafayette, CA 94549
(925) 367-5808
JLC@JohnLClarkLaw.com

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(202) 783-4141
pmarchesiello@wbklaw.com
bmurray@wbklaw.com

Counsel for AB California Holdings Inc.

Dated: February 11, 2022

LIST OF EXHIBITS

| | |
|-----------|---|
| Exhibit A | Sworn Statement of Compliance |
| Exhibit B | AB California's Delaware Certificate of Incorporation |
| Exhibit C | AB California's Certificate of Good Standing to Transact Business in California |
| Exhibit D | Proposed Service Area Map |
| Exhibit E | Financial Showing *** CONFIDENTIAL – FILED UNDER SEAL *** |
| Exhibit F | Biographies of AB California's Management |
| Exhibit G | AB California Officer Verification |

EXHIBIT A

VERIFICATION

Name of Applicant/Company: AB California Holdings Inc.

My name is John R. Walter. I am the Executive Vice President, General Counsel, and Secretary of AB California Holdings Inc. ("AB California") and the Executive Vice President and General Counsel of AB California's parent company American Broadband Holding Company. My personal knowledge of the facts stated herein has been derived from serving in these roles.

I affirm that AB California:

- Agrees to comply with all federal and state statutes, rules, and regulations, for a Certificate of Public Convenience and Necessity ("CPCN") to provide full facilities-based and resold competitive local exchange and interexchange services;
- Certifies that all answers to the attached Application for a CPCN are true and correct;
- Agrees that in the event AB California's request for a CPCN is granted, AB California will post a continuous performance bond (i.e., there will be no termination date on the bond) in the amount of \$25,000 issued by a corporate surety company authorized to transact surety business in California, and with the Commission listed as the obligee on the bond; and further, that AB California will provide a copy of the executed performance bond to the Director of the Communications Division with the written notification to the Commission of acceptance of operating authority;
- Will to the extent it provides telecommunications service as defined in section 153 of the Federal Communications Act of 1934, as amended, (the "Act"), operate as an interstate common carrier as defined in section 153 of the Act and will be eligible to interconnect with the public switched telephone network pursuant to sections 251 and 252 of the Act; and
- If granted a CPCN, AB California will operate as a telephone corporation as defined in Section 234(a) of the California Public Utilities Code ("Code") and obey the Code, and all of the Commission's rules, decisions and orders applicable to regulated telephone corporation operations.

I affirm and declare under penalty of perjury under the laws of the State of California, including Rule 1.1 of the California Public Utilities Commission's Rules of Practice and Procedure, that, to the best of my knowledge, all of the statements and representations made in this Application are true and correct.



John R. Walter
Executive Vice President, General Counsel, and Secretary

February 10, 2022

EXHIBIT B

AB CALIFORNIA'S CERTIFICATE OF INCORPORATION

Delaware

The First State

Page 1

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF INCORPORATION OF "AB CALIFORNIA
HOLDINGS INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF
JANUARY, A.D. 2022, AT 1:51 O`CLOCK P.M.*



Jeffrey W. Bullock, Secretary of State

6541695 8100
SR# 20220121093

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202393360
Date: 01-13-22

**CERTIFICATE OF INCORPORATION
OF
AB CALIFORNIA HOLDINGS INC.**

ARTICLE ONE

The name of the Corporation is AB California Holdings Inc.

ARTICLE TWO

The address of the Corporation's registered office in the State of Delaware is 251 Little Falls Drive, in the City of Wilmington, County of New Castle, 19808. The name of its registered agent at such address is Corporation Service Company.

ARTICLE THREE

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE FOUR

The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of Common Stock, par value one cent (\$0.01) per share.

ARTICLE FIVE

The name and mailing address of the sole incorporator are as follows:

NAME AND MAILING ADDRESS

Jack Bowling
1201 Walnut St. Ste 2900
Kansas City, Missouri 64106

ARTICLE SIX

The Corporation is to have perpetual existence.

ARTICLE SEVEN

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Corporation is expressly authorized to make, alter or repeal the by-laws of the Corporation.

ARTICLE EIGHT

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws of the Corporation may provide. The books of the Corporation may be kept outside the State

of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the Corporation. Election of directors need not be by written ballot unless the by-laws of the Corporation so provide.

ARTICLE NINE

To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended, a director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this ARTICLE NINE shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE TEN

The Corporation expressly elects not to be governed by §203 of the General Corporation Law of the State of Delaware.

ARTICLE ELEVEN

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE TWELVE

To the maximum extent permitted from time to time under the law of the State of Delaware, the Corporation renounces any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, business opportunities that are from time to time presented to its officers, directors or stockholders, other than those officers, directors or stockholders who are employees of the Corporation. No amendment or repeal of this ARTICLE TWELVE shall apply to or have any effect on the liability or alleged liability of any officer, director or stockholder of the Corporation for or with respect to any opportunities of which such officer, director, or stockholder becomes aware prior to such amendment or repeal.

* * * * *

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts stated herein are true, and accordingly have hereunto set my hand on the 13th day of January, 2022.

/s/ Jack Bowling

Jack Bowling, Sole Incorporator

EXHIBIT C

AB CALIFORNIA'S CERTIFICATE OF GOOD STANDING TO TRANSACT BUSINESS IN CALIFORNIA



Secretary of State
Statement and Designation by
Foreign Corporation

S&DC-S/N

FILED

Secretary of State
 State of California

4837913

Filing Number

01/18/2022

Filing Date

This Space For Office Use Only

IMPORTANT — Read Instructions before completing this form.

Must be submitted with a current **Certificate of Good Standing** issued by the government agency where the corporation was formed. See Instructions.

Filing Fee — **\$100.00** (for a foreign stock corporation) or
\$30.00 (for a foreign nonprofit corporation)

Copy Fees — First page \$1.00; each attachment page \$0.50;
 Certification Fee - \$5.00

Note: Corporations may have to pay minimum \$800 tax to the California Franchise Tax Board each year. For more information, go to ftb.ca.gov.

1. Corporate Name (Go to www.sos.ca.gov/business/be/name-reservations for general corporate name requirements and restrictions.)

2. Jurisdiction (State, foreign country or place where this corporation is formed - **must match** the Certificate of Good Standing provided.)

AB California Holdings Inc.

Delaware

3. Business Addresses (Enter the **complete** business addresses. Items 3a and 3b cannot be a P.O. Box or "in care of" an individual or entity.)

| | | | |
|--|-------------------------|-----------|--------------|
| a. Initial Street Address of Principal Executive Office - Do not enter a P.O. Box | City (no abbreviations) | State | Zip Code |
| 153 W. Dave Dugas Rd. | Sulphur | LA | 70665 |
| b. Street Address of Principal Office in California, if any - Do not enter a P.O. Box | City (no abbreviations) | State | Zip Code |
| | | CA | |
| c. Mailing Address of Principal Executive Office, if different than Item 3a | City (no abbreviations) | State | Zip Code |
| | | | |

4. Service of Process (Must provide either Individual **OR** Corporation.)

INDIVIDUAL — Complete Items 4a and 4b only. Must include agent's full name and California street address.

| | | | |
|---|-------------------------|-----------|----------|
| a. California Agent's First Name (if agent is not a corporation) | Middle Name | Last Name | Suffix |
| | | | |
| b. Street Address (if agent is not a corporation) - Do not enter a P.O. Box | City (no abbreviations) | State | Zip Code |
| | | CA | |

CORPORATION — Complete Item 4c. Only include the name of the registered agent Corporation.

c. California Registered Corporate Agent's Name (if agent is a corporation) — Do not complete Item 4a or 4b

Corporation Service Company Which Will Do Business In California As CSC - Lawyers Incorporating Service

5. Read and Sign Below (See instructions. Office or title not required.)

I am a corporate officer and am authorized to sign on behalf of the foreign corporation.

Signature

John R. Walter
 Type or Print Name

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AB CALIFORNIA HOLDINGS INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF JANUARY, A.D. 2022.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AB CALIFORNIA HOLDINGS INC." WAS INCORPORATED ON THE THIRTEENTH DAY OF JANUARY, A.D. 2022.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL FRANCHISE TAXES HAVE BEEN ASSESSED TO DATE.



6541695 8300

SR# 20220126100

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 202397221

Date: 01-13-22

State of California
Secretary of State
Certificate of Qualification

I, SHIRLEY N. WEBER, Ph.D., Secretary of State of the State of California, hereby certify:

Entity Name: AB CALIFORNIA HOLDINGS INC.

File Number: 4837913

Registration Date: 01/18/2022

Entity Type: FOREIGN CORPORATION

Jurisdiction: DELAWARE

The above referenced entity complied with the requirements of California law in effect on the Registration Date for the purpose of qualifying to transact intrastate business in the State of California, and that as of the Registration Date, said entity became and now is qualified and authorized to transact intrastate business in the State of California, subject however, to any licensing requirements otherwise imposed by the laws of this State and that the entity shall transact all intrastate business within California under the Entity Name as set forth above.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of January 27, 2022.

A handwritten signature in black ink, appearing to read "S. N. Weber", is written over a horizontal line.

SHIRLEY N. WEBER, Ph.D.
Secretary of State

EXHIBIT D

PROPOSED SERVICE AREA MAP

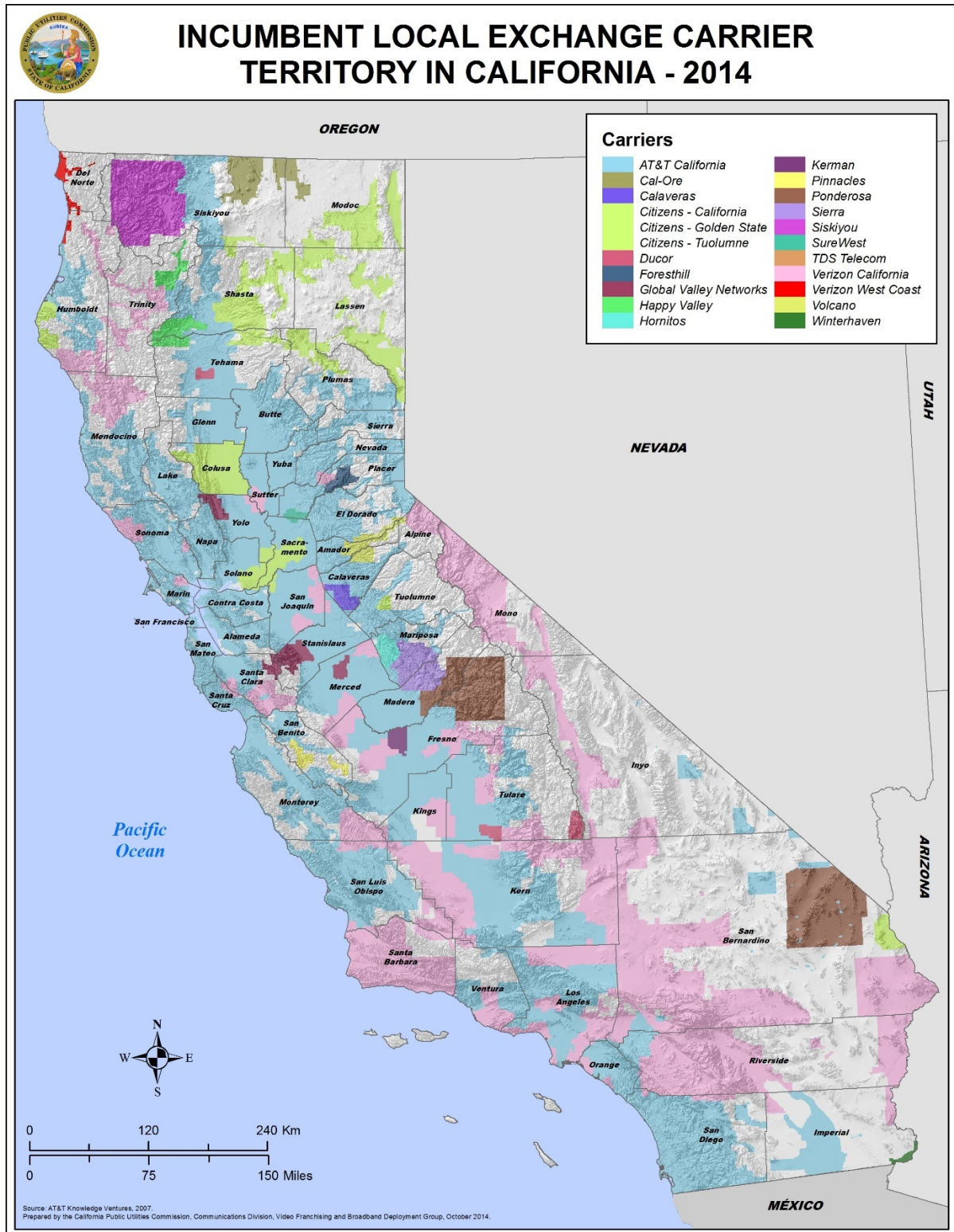


EXHIBIT E

FINANCIAL SHOWING

CONFIDENTIAL

[FILED UNDER SEAL]

EXHIBIT F

BIOGRAPHIES OF AB CALIFORNIA'S MANAGEMENT

Christopher P. Eldredge serves as Chief Executive Officer of American Broadband Holding Company and its subsidiaries (including AB California Holdings Inc.) (collectively, the "Company"). Prior to his role with the Company, Eldredge served as President and CEO of DuPont Fabros Technology ("DFT"), where he oversaw the data center provider's expansion strategy, as the company achieved significant growth in sales, profit, and shareholder value prior to its sale to Digital Realty Trust. Eldredge draws upon extensive industry knowledge having worked in the IT infrastructure and telecommunications sector for nearly two decades. Prior to joining DFT, Eldredge was Executive Vice President of Global Solutions at NTT America Inc., and previously held management roles at leading telecom organizations, including Frontier Communications, Cablevision, and The Telx Group. Eldredge has a B.S. in Business Administration and Marketing from Hofstra University, a M.A.C. from the New York Institute of Technology and a M.B.A. from Dowling College.

George J. Mack serves as our Executive Vice President and Chief Operating Officer. In this role, Mack oversees all regional operations, inclusive of the Company's fiber expansion. Prior to this role, Mack served as the Company's Chief Financial Officer and has played a central role in the Company's growth since April 1994. Throughout his tenure, Mack has held various leadership roles, including President and GM for the Company's Louisiana/Texas operations and CEO and President and GM of the Company's Nebraska/Missouri operations. In addition, Mack maintains a deep industry network, having held various roles with the Louisiana Telecommunications Association, the Industry Committee of the National Telecommunications Cooperative Association, Louisiana Broadband Advisory Council, and the Business Emergency Operations Center for the State of Louisiana. Mack began his career at Langley Williams and Company, a Louisiana-based CPA firm. Mack holds a B.S. in Accounting and Engineering from McNeese State University.

John R. Walter serves as Executive Vice President, General Counsel and Secretary of the Company. Walter is responsible for advising the Company regarding strategic and operational matters, including mergers and acquisitions ("M&A"), finance, contracting, compliance obligations and dispute resolution. Walter also serves in the corporate secretary role and is responsible for corporate governance. Walter has nearly 20 years of professional legal experience in corporate law, M&A, securities and heavily regulated industries. He most recently served as Executive Vice President, General Counsel and Secretary for CVR Energy, Inc. ("CVR") and for the general partners of its refining subsidiary, CVR Refining, LP; and its nitrogen fertilizer subsidiary, CVR Partners, LP. At CVR he led the legal efforts for three publicly traded entities, with focus on governance, securities, M&A and finance. Prior to his role with CVR, Walter was an associate at the law firms of Stinson LLP and Seigfreid Bingham, P.C., both based in Kansas City, where he advised clients on a diverse array of corporate governance, M&A, compliance and general business matters. He holds a B.S. in Psychology from Colorado State University and a Juris Doctor from the University of Kansas.

Brett Stains serves as our Senior Vice President of Finance. Stains is responsible for accounting and finance, including financial reporting, tax and audit compliance, as well as planning and analysis. Prior to this role, Stains had served as Corporate Controller at the Company for nearly eight years. Prior to joining the Company, Stains worked at Global Industries where he was responsible for implementing and managing standard accounting systems, processes and reporting standards worldwide. Stains' previous work in the telecom industry was as a financial analyst at US Unwired, where he focused on subscriber reporting, financial reporting, and profitability analytics. Stains holds a B.S. in Accounting and Finance from McNeese State University and a M.B.A. from the University of Texas.

EXHIBIT G

OFFICER VERIFICATION

(D.13-05-035, Ordering Paragraph 14)

My name is John R. Walter. I am the Executive Vice President, General Counsel, and Secretary of AB California Holdings Inc. ("AB California"). My personal knowledge of the facts stated herein has been derived from my role as such, as well as through my role as the Executive Vice President and General Counsel of AB California's parent company American Broadband Holding Company. I am authorized to make this verification on AB California's behalf.

I affirm the following:

Neither AB California, any of its affiliates, officers, directors, partners, agents, or owners (directly or indirectly) of more than 10% of AB California, or anyone acting in a management capacity for AB California, (a) held one of these positions with a company that filed for bankruptcy; (b) been personally found liable, or held one of these positions with a company that has been found liable, for fraud, dishonesty, failure to disclose, or misrepresentation to consumers or others; (c) been convicted of a felony; (d) been (to his/her knowledge) the subject of a criminal referral by a judge or public agency; (e) had a telecommunications license or operating authority denied, suspended, revoked, or limited in any jurisdiction; (f) personally entered into a settlement, or held one of these positions with a company that has entered into settlement of criminal or civil claims involving violations of sections 17000 et seq., 17200 et seq., or 17500 et seq. of the California Business & Professions Code, or of any other statute, regulation, or decisional law relating to fraud, dishonesty, failure to disclose, or misrepresentations to consumers or others; or (g) been found to have violated any statute, law, or rule pertaining to public utilities or other regulated industries; or (h) entered into any settlement agreements or made any voluntary payments or agreed to any other type of monetary forfeitures in resolution of any action by any regulatory body, agency, or attorney general.

Neither AB California, any affiliate, officer, director, partner, nor owner of more than 10% of AB California, or any person acting in such capacity whether or not formally appointed, is being or has been investigated by the Federal Communications Commission or any law enforcement or regulatory agency for failure to comply with any law, rule or order.

I affirm and declare under penalty of perjury under the laws of the state of California, including Rule 1.1 of the California Public Utilities Commission's Rules of Practice and Procedure, that, to the best of my knowledge, all of the statements and representations made in this Application are true and correct.



John R. Walter
Executive Vice President, General Counsel, and Secretary
February 10, 2022